

07 C 7160

AGM, LLC

December 4, 2007

VIA OVERNIGHT DELIVERY

Auto Underwriters of America, Inc
17000 Dallas Parkway
Suite 202
Dallas, Texas 75248
Attn: William Kellagher

VIA PERSONAL DELIVERY

AGM, LLC, as administrative agent
1033 Skokie Boulevard, Suite 620
Northbrook, Illinois 60062
Attn: Greg Bell

VIA OVERNIGHT DELIVERY

Auto Underwriters Portfolio Acquisition Company, Inc.
17000 Dallas Parkway
Suite 202
Dallas, Texas 75248
Attn: William Kellagher

Re: **Escrow, Servicing and Consignment Sales Agreement – Termination of Escrow By Seller**

Reference is hereby made to that certain Escrow, Servicing and Consignment Sales Agreement (the "Agreement," capitalized terms not otherwise defined herein shall have the meanings given to them in the Agreement) dated as of July 19, 2007 by and among Auto Underwriters Portfolio Acquisition Company, Inc., a Texas corporation, Auto Underwriters Finance Company, Inc., a Texas corporation, AGM, LLC, a Delaware limited liability company ("Seller"), AGM, LLC, a Delaware limited liability company, in its capacity as administrative agent (in such capacity, "Administrative Agent"), Auto Underwriters of America, Inc., a California corporation, William Kellagher and Dean Antonis.

On account of the failure of the Release Conditions to be satisfied, notice is hereby given, pursuant so Section 5 of the Agreement, that Seller terminates the escrow arrangements set forth in the Agreement, including, without limitation, Article I of the Agreement.

Very truly yours,

AGM, LLC, as Seller

By: 

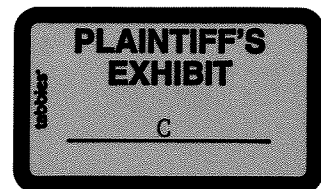
Name: Gregory Bell

Its: Manager

1033 Skokie Boulevard, Suite 620

Northbrook, Illinois 60062

Facsimile: (847) 498-1758



1033 Skokie Boulevard, Suite 620, Northbrook, Illinois 60062

Phone: (847) 500-0007 Fax: (847) 498-1758